

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

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In Re: HEI, Inc.

Chapter 11 Bankruptcy  
Case No.: 15-40009

Debtor.

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**RESPONSE OF WELLS FARGO BANK, NATIONAL ASSOCIATION TO EXPEDITED  
MOTION OF ORBOTECH, INC. TO COMPEL REJECTION OF LICENSE  
AGREEMENTS**

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Wells Fargo Bank, National Association acting through its Wells Fargo Business Credit operating division (“Wells Fargo”) hereby submits this response to Orbotech, Inc.’s expedited motion to compel rejection of license agreements (Doc. No. 130, (“Motion”)).

1. Orbotech, Inc. (“Orbotech”) served and file its Motion on February 2, 2015 seeking an order from this court compelling the Debtor to reject the “License Agreements” (defined in the Motion) and remove the related “Software” from certain equipment the Debtor intends to sell free and clear of liens.

2. On or about January 3, 2012, Orbotech granted Wells Fargo the right to sublicense the Software as follows:

**Software License**

As more fully explained in the Orbotech’s Standard Terms and Conditions (“Terms and Conditions”), Orbotech grants to Customer a non-exclusive, non-transferable license to use the Orbotech application software incorporated into the Products. Accordingly, Customer shall not transfer application software to any third party including, but not limited to, leasing or financing institutions in sale-lease back arrangements. Licenses are issued on a temporary basis until Customer pays in full in accordance with this Quotation, the license of which maybe terminated otherwise. Notwithstanding the aforementioned, in the event that

Wells Fargo Bank, National Association . . . agrees to loan Customer the funds, in one form or another, to purchase the Products then **Orbotech agrees to grant Wells Fargo the right to sublicense the software to a subsequent lessee or purchaser of the Products (collectively referred to as “End User”) at no cost to Wells Fargo or End User provided the End User executes Orbotech’s then standard software agreement.** (emphasis added.)

3. In the event the court allows Orbotech to proceed with its expedited motion to compel the Debtor to reject the License Agreements and remove the related Software from certain equipment, Wells Fargo reserves all of its rights under the aforementioned Software License, including but not limited to, its right to further respond and/or object to the pending Motion.

Dated: February 4, 2015

LINDQUIST & VENNUM, L.L.P.

By: /s/ William P. Wassweiler

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**CERTIFICATE OF SERVICE**

Carmel Ann Funk, of the City of St. Paul, County of Ramsey, State of Minnesota, states that on January 13, 2015, she served the following document:

1. Objection of Wells Fargo Bank, National Association to Debtor's Motion for Final Order Authorizing Use of Cash Collateral

electronically by Notice of Electronic Filing upon the following parties who have requested service in these cases by filing the same via ECF with the Bankruptcy Court in the District of Minnesota:

The following is the list of **parties** who are currently on the list to receive email notice/service for this case.

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The following parties are **not** on the list to receive email notice/service for this case and therefore require manual noticing/service via U.S. Mail.

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Date: February 4, 2015

/s/ Carmel Ann Funk